

Meeting Date: 07/25/2016

Resolution #: 07/12/2016

**RESOLUTION OF THE SLEEPY HOLLOW LOCAL DEVELOPMENT
CORPORATION ADOPTING FINDINGS PURSUANT TO THE STATE
ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA") RELATING TO THE
SUBDIVISION AND SALE OF THE SIDING; AND AUTHORIZING THE EXECUTION
AND DELIVERY OF DOCUMENTS AND AGREEMENTS RELATING TO THE
FOREGOING**

A regular meeting of the Directors of the Sleepy Hollow Local Development Corporation was convened on July 25, 2016 at 7:00 p.m.

The following resolution was duly offered and seconded, to wit:

WHEREAS, the Sleepy Hollow Local Development Corporation (the "Corporation"), acquired that portion of the former General Motors North Tarrytown Assembly Plant property known as the East Parcel ("East Parcel") by Bargain and Sale Deed Without Covenants Against Grantor's Acts dated December 22, 2014, and recorded in the Westchester County Clerk's Office (Division of Land Records) under Control Number 543173286 on December 24, 2014; and

WHEREAS, prior to and continuing since the Corporation's acquisition of the East Parcel in December 2014, Metro-North Commuter Railroad Company ("MNRC") has utilized the railroad track sidings and certain railroad track spur improvements located on the East Parcel ("Siding and Spur"); and

WHEREAS, in furtherance of the foregoing, the Corporation and MNRC entered into a certain Temporary Rail Siding License Agreement with Exclusive Option, effective as of January 31, 2016 (the "Agreement"), such Agreement containing terms and conditions for the continued temporary license rights for MNRC's continued access and use of the siding improvements (the "Siding") along with access rights through an Access Corridor (as defined within the Agreement), along with the grant to MNRC of an exclusive option to acquire fee title to the Siding and a permanent easement for use of the Access Corridor (the "Option", as defined within the Agreement); and

WHEREAS, pursuant to the Agreement, and prior to the exercise of the Option by MNRC and the disposition of the Siding and Easement by the Corporation (the "Disposition"), the Corporation and MNRC are required to satisfy certain express contingencies (the "Express Contingencies"), including (i) issuance by the Corporation of a certain notice of negotiated disposition (explanatory statement) to required parties in accordance with PAL Section 2897 (the "Disposition Notice"); (ii) procurement by MNRC of a survey rendering of the Siding as approved by the Corporation (the "Survey"); and (iii) the Corporation's application to and approval by the Village Planning Board for subdivision of the Siding from the East Parcel (the "Subdivision"), along with compliance with the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted

pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQRA"), in connection with the Subdivision and Disposition of the Siding and related Easement by the Corporation to MNRC; and

WHEREAS, the Corporation (i) issued the Disposition Notice on February 12, 2016, (ii) approved the MNRC-procured Survey; and (iii) previously applied for and received preliminary approval for Subdivision on July 21, 2016; and

WHEREAS, pursuant to SEQRA, the Corporation has identified the Subdivision and Disposition collectively as an "Unlisted Action", as defined pursuant to SEQRA and has prepared an Environmental Assessment Form ("EAF"), a copy of which is attached hereto as **Exhibit A**; and

WHEREAS, pursuant to and in accordance with the terms of the Agreement, the Corporation desires to (i) adopt findings pursuant to SEQRA; (ii) authorize the Disposition; and (iii) authorize the execution and delivery of documents and agreements relating to same.

NOW THEREFORE, BE IT RESOLVED by the Directors of the Corporation as follows:

Section 1. Based upon a review of the Agreement, the EAF and the Subdivision application submitted to the Planning Board, along with related documents and materials submitted to the Corporation, the Corporation hereby:

(i) declares itself lead agency for an uncoordinated review of the Subdivision and Disposition, within the meaning of, and for all purposes of complying with SEQRA;

(ii) accepts the EAF pursuant to SEQRA with respect to the Subdivision and Disposition pursuant to SEQRA; and

(iii) finds that the Subdivision and Disposition collectively involve an "unlisted action" (as such quoted term is defined under SEQRA). The review is "uncoordinated" (as such quoted term is defined under SEQRA). Based upon the review by the Corporation of the EAF and related documents, the Corporation hereby finds that (i) the Subdivision and Disposition will result in no major impacts and, therefore, will not cause significant damage to the environment; (ii) the Subdivision and Disposition will not have a "significant effect on the environment" (as such quoted term is defined under SEQRA); and (iii) no "environmental impact statement" (as such quoted term is defined under SEQRA) need be prepared for this action. This determination constitutes a "negative declaration" (as such quoted terms are defined under SEQRA) for purposes of SEQRA.

Section 2. Subject to the exercise of the Option by MNRC, along with compliance with all other requirements of the Agreement (including the satisfaction of all Express Contingencies including the release of restrictive covenants relating to the East Parcel, and

hereinafter, the "Release"), the Corporation hereby authorizes the undertaking of the Disposition of the Siding and Easement to MNRC.

Section 3. Subject to the foregoing, the Chairman and Chief Executive Officer of the Corporation are each authorized to execute and deliver all deeds, documents and agreements required to undertake the Disposition and Release as may be approved by the Chairman, Chief Executive Officer and counsel to the Corporation.

Section 4. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required and to execute and deliver all such certificates, deeds, notices, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation.

Section 5. These Resolutions shall take effect immediately upon adoption.

On motion duly made by Director Oeste-Villavieja and seconded by Director Dawley, the forgoing resolution was placed before the Board of Directors of the Corporation and voted:

	Aye	Nay	Abstain	Absent
David Schroedel	X			
Kenneth Wray				X
Anthony Scarpati				X
Michael Dawley	X			
Teresa Oeste-Villavieja	X			

Motion was carried 3-0.

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) SS:

I, the undersigned, Joan Bucci, of the Sleepy Hollow Local Development Corporation,
DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Sleepy Hollow Local Development Corporation (the "Corporation"), including the resolution contained therein, held on July 25, 2016, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 26th day of July, 2016.


Joan Bucci
Acting Secretary

[SEAL]